

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*

Debtors.¹

)
) Chapter 11
)
) Case No. 24-11967 (JKS)
)
) (Jointly Administered)
)
) **Re: D.I. 2840**
)

**ORDER APPROVING THE JOINT STIPULATION BY AND AMONG THE DEBTORS
AND GORDON BROTHERS RETAIL PARTNERS, LLC RESOLVING MOTION BY
GORDON BROTHERS RETAIL PARTNERS, LLC SEEKING AN ORDER (A)
ENFORCING THE ASSET PURCHASE AGREEMENT, AGENCY AGREEMENT AND
SALE APPROVAL ORDER AND (B) GRANTING RELATED RELIEF**

Upon consideration of (1) the *Certification of Counsel Regarding Joint Stipulation by and Among the Debtors and Gordon Brothers Retail Partners, LLC Resolving Motion by Gordon Brothers Retail Partners, LLC Seeking an Order (A) Enforcing the Asset Purchase Agreement, Agency Agreement and Sale Approval Order and (B) Granting Related Relief* (the “Certification of Counsel”) and (2) the *Joint Stipulation by and Among the Debtors and Gordon Brothers Retail Partners, LLC Resolving Motion by Gordon Brothers Retail Partners, LLC Seeking an Order (A) Enforcing the Asset Purchase Agreement, Agency Agreement and Sale Approval Order and (B) Granting Related Relief* (the “Stipulation”),² by and between the above-captioned debtors and

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Stipulation.

debtors in possession (collectively, the “Debtors”) and Gordon Brothers Retail Partners, LLC and its affiliates (collectively, “GBRP” and, together with the Debtors, the “Parties”), and which is attached to this order (this “Order”) as **Exhibit 1**; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Stipulation in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having reviewed the Stipulation; and this Court having determined that the legal and factual bases set forth in the Stipulation establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Stipulation is approved in its entirety.
2. The Stipulation shall be binding on the Parties upon entry of this Order.
3. In compromise, and full satisfaction, of the Budget Dispute and the GBRP Claim, not later than three (3) Business Days after the Effective Date: (a) the Debtors agree to release to GBRP the Released Funds and (b) GBRP agrees to pay the Debtors by wire transfer of immediately available funds the Funding; *provided*, that, pending agreement of the Parties, the Parties may offset the Released Funds and the Funding, as applicable, in order to effectuate a “net” payment from the Debtors to GBRP.
4. As soon as reasonably practicable following the Effective Date, but in any event no later than three (3) Business Days thereafter, in compromise, and full satisfaction, of the GBRP

Claim and the Budget Dispute, the Parties are authorized and shall take all steps reasonably necessary to ensure the payment of the amounts owed hereunder and pursuant to the Stipulation.

5. The releases set forth in the Stipulation are approved and shall be effective as of the Effective Date.

6. Notwithstanding Bankruptcy Rule 6004, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Parties are authorized to take all actions necessary to effectuate the relief granted in this Order and to consummate and implement the terms and provisions of the Stipulation.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order and the Stipulation.

Dated: August 12th, 2025
Wilmington, Delaware


J. KATE STICKLES
UNITED STATES BANKRUPTCY JUDGE